

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| ----- | X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On March 31, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via facsimile:

- 1) Notice of Proposed Sale of Liquid Cooling Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit D]
- 2) Notice of Proposed Sale of Kinetic Spray Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

On March 31, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit F hereto via overnight mail, (ii) upon the parties listed on Exhibit G hereto via electronic notification and (iii) upon the parties listed on Exhibit H hereto via facsimile:

- 3) Notice of Proposed Sale of Liquid Cooling Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit D]

On March 31, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit I hereto via overnight mail, and (ii) upon the parties listed on Exhibit J hereto via facsimile:

- 4) Notice of Proposed Sale of Kinetic Spray Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

Dated: April 3, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 3rd day of April, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

EXHIBIT A

| Company | Contact | Address1 | Address2 | City | State | Zip | Phone | Party/Function |
|---|---|----------------------|--------------|--------------|-------|------------|------------------------------|--|
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | Counsel to Debtor's Postpetition Administrative Agent |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | Counsel to Equity Security Holders Committee |
| JPMorgan Chase Bank, NA | Richard Duker | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | |
| JPMorgan Chase Bank, NA | Susan Atkins, Gianni Russello | 277 Park Ave 8th Fl | | New York | NY | 10012 | 212-270-0426 | |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | Counsel to Official Committee of Unsecured Creditors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |
| United States Trustee | Brian Masumoto | 33 Whitehall Street | 21st Floor | New York | NY | 10004-2112 | 212-510-0500 | Counsel to United States Trustee |
| Varnum, Riddering, Schmidt & Howlett | Michael S. McElwee | Bridge Water Place | P.O. Box 352 | Grand Rapids | MI | 49501 | 616-336-6827 | |

EXHIBIT B

| Company | Contact | Address1 | City | State | Zip | Phone | Email | Party/Function |
|---|---|----------------------|----------|-------|-------|------------------------------|--|---|
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | New York | NY | 10017 | 212-450-4092 212-450-4213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski | One New York Plaza | New York | NY | 10004 | 212-859-8000 | bonnie.steingart@friedfrank.com jennifer.rodburg@friedfrank.com richard.slivinski@friedfrank.com brad.scheler@friedfrank.com | Counsel to Equity Security Holders Committee |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | New York | NY | 10022 | 212-906-1370 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | New York | NY | 10017 | 212-455-2000 | kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com | Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |

EXHIBIT C

| Company | Contact | Address1 | Address2 | City | State | Zip | Phone | Fax | Party/Function |
|---|---|----------------------|--------------|--------------|-------|-------|------------------------------|------------------------------|---|
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | Counsel to Debtor's Postpetition Administrative Agent |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | Counsel to Equity Security Holders Committee |
| JPMorgan Chase Bank, NA | Richard Duker | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | |
| JPMorgan Chase Bank, NA | Susan Atkins, Gianni Ru | 277 Park Ave 8th Fl | | New York | NY | 10012 | 212-270-0426 | 212-270-0430 | |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | Counsel to Official Committee of Unsecured Creditors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | 212-455-2502 | Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |
| Varnum, Riddering, Schmidt & Howlett | Michael S. McElwee | Bridge Water Place | P.O. Box 352 | Grand Rapids | MI | 49501 | 616-336-6827 | 616-336-7000 | |

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re :
:
DELPHI CORPORATION, et al., : Chapter 11
:
Debtors. : Case No. 05 – 44481 (RDD)
:
: (Jointly Administered)
:
-----X

NOTICE OF PROPOSED SALE OF LIQUID COOLING TECHNOLOGY
PURSUANT TO ORDER UNDER 11 U.S.C. § 363 APPROVING
PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset Sale Order"), Delphi Corporation ("Delphi") and certain of its affiliates, including affiliated chapter 11 Debtors (the "Selling Debtor Entities")¹ hereby gives notice of their intention to sell certain assets related to the Delphi's Liquid Cooling Technology located within North America (the "Acquired Assets") to CoolIT Systems Inc. (the "Buyer") pursuant to the Asset Sale Agreement and Warranty and Service Parts Agreement by and between the Sellers and the Buyer, dated March 25, 2009 (the "Agreements").² Buyer is not an "insider" as such term is defined by 11 U.S.C. § 101(31).

PLEASE TAKE FURTHER NOTICE THAT the Acquired Assets includes the machinery and equipment and patents right as defined in the Agreements.

PLEASE TAKE FURTHER NOTICE THAT no broker was used in the sale of the Acquired Assets.

¹ Under the Agreement (as defined below), the Selling Debtor Entities include Delphi Automotive Systems LLC and Delphi Technologies, Inc. are collectively referred to as the "Sellers."

² Copies of the Agreements are attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreements, the Sellers will sell the Acquired Assets to the Buyer for the purchase price of \$225,000.00 (the "Purchase Price") including the terms of the Warranty and Service Parts Agreement.

PLEASE TAKE FURTHER NOTICE THAT the Selling Debtor Entities believe that the Purchase Price accurately reflects the current market value of the Acquired Assets. The Selling Debtors Entities have determined, in their reasonable business judgment, that the Agreements provides for fair and appropriate terms and is a favorable price for the Acquired Assets.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Sellers will consummate the sale of the Acquired Assets to the Buyer, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Buyer in connection with the sale of the Acquired Assets, provided that counsel to the Selling Debtor Entities do not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

PLEASE TAKE FURTHER NOTICE THAT any party interested in submitting a competitive bid for the sale of the Acquired Assets will need to execute a confidentiality agreement, if one has not already been executed.

Dated: New York, New York
March 31, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By : /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
DELPHI CORPORATION, et al., : Chapter 11
Debtors. : Case No. 05 – 44481 (RDD)
: (Jointly Administered)
-----X

NOTICE OF PROPOSED SALE OF KINETIC SPRAY TECHNOLOGY
PURSUANT TO ORDER UNDER 11 U.S.C. § 363 APPROVING
PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset Sale Order"), Delphi Corporation ("Delphi") and certain of its affiliates, including affiliated chapter 11 Debtors (the "Selling Debtor Entities")¹ hereby gives notice of their intention to sell certain assets related to the Delphi's Kinetic Spray Technology located within North America, (the "Acquired Assets") to FW Gartner Thermal Spraying, LTD, (the "Buyer") pursuant to the Master Sale and Purchase Agreement by and between the Sellers and the Buyer, dated March 23, 2009 (the "Agreement").² Buyer is not an "insider" as such term is defined by 11 U.S.C. § 101(31).

PLEASE TAKE FURTHER NOTICE THAT the Acquired Assets include the machinery and equipment and patent rights as defined in the Agreement.

PLEASE TAKE FURTHER NOTICE THAT no broker was used in the sale of the Acquired Assets.

¹ Under the Agreement (as defined below), the Selling Debtor Entities include Delphi Automotive Systems LLC and Delphi Technologies, Inc. are collectively referred to as the "Sellers."

² A copy of the Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, the Sellers will sell the Acquired Assets to the Buyer for the purchase price of \$250,000.00 (the "Purchase Price").

PLEASE TAKE FURTHER NOTICE THAT the Selling Debtor Entities believe that the Purchase Price accurately reflects the current market value of the Acquired Assets. The Selling Debtors Entities have determined, in their reasonable business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price for the Acquired Assets.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Selling will consummate the sale of the Acquired Assets to the Buyer, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Buyer in connection with the sale of the Acquired Assets, provided that counsel to the Selling Debtor Entities do not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

PLEASE TAKE FURTHER NOTICE THAT any party interested in submitting a competitive bid for the sale of the Acquired Assets will need to execute a confidentiality agreement, if one has not already been executed.

Dated: New York, New York
March 31, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By : /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT F

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Delphi Corporation
Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip |
|------------|---------------|-------------|--------------------------|------------|-------|------------|
| Apple | Gopi Kogangi | GSM Manager | 1 Infinite Loop MS 304 | Cupertino | CA | 95015 |
| Vette Corp | Matthew Towse | VP and CFO | 2 Wall Street, 4th Floor | Manchester | NH | 03101-0000 |

EXHIBIT G

| Company | Contact | Address1 | Address2 | City | State | Zip | Email |
|------------|---------------|-------------|--------------------------|------------|-------|------------|--|
| Apple | Gopi Kogangi | GSM Manager | 1 Infinite Loop MS 304 | Cupertino | CA | 95015 | koganti@apple.com |
| Vette Corp | Matthew Towse | VP and CFO | 2 Wall Street, 4th Floor | Manchester | NH | 03101-0000 | gdannecker@vette.com gdannecker@vettec corp.com |

EXHIBIT H

| Company | Contact | Address1 | Address2 | City | State | Zip | Fax |
|------------|---------------|-------------|--------------------------|------------|-------|------------|--------------|
| Apple | Gopi Kogangi | GSM Manager | 1 Infinite Loop MS 304 | Cupertino | CA | 95015 | 408-984-1279 |
| Vette Corp | Matthew Towse | VP and CFO | 2 Wall Street, 4th Floor | Manchester | NH | 03101-0000 | 603-792-3461 |

EXHIBIT I

| Company | Contact | Address1 | Address2 | City | State | Zip | Country | Phone | Party/Function |
|------------------------------|--|------------------------|---------------------|-----------------|-------|------------|---------|--------------|---|
| Alcoa Inc. | Roger Kaufold - Technical Specialist | Alcoa Technical Center | 100 Technical Drive | Alcoa Center | PA | 15069 | | 724-337-4545 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| CenterLine (Windsor) Limited | Michael Beneteau - Chief Executive Officer | 415 Morton Dr. | | Windsor | ON | E9J 3T8 | Canada | 519-734-8464 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| Flame-Spray Industries, Inc. | Keith Kowalsky - President | 1 Sintsink Drive East | | Port Washington | NY | 11050 | | 516-944-3511 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| HC Stark | Steve Miller - Research Manager | 45 Industrial Place | | Newton | MA | 02461-0000 | | 617-630-5846 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| Inovati | Howard Gabel - President | PO Box 60007 | | Santa Barbara | CA | 93160 | | 805-571-6200 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| POM Group | Jyoti Mazumder - CEO/CTO | 2350 Pontiac Road | | Auburn Hill | MI | 48326 | | 248-409-7900 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |

EXHIBIT J

| Company | Contact | Address1 | Address2 | City | State | Zip | Country | Phone | Fax | Party/Function |
|------------------------------|--|------------------------|---------------------|-----------------|-------|------------|---------|--------------|--------------|---|
| Alcoa Inc. | Roger Kaufold - Technical Specialist | Alcoa Technical Center | 100 Technical Drive | Alcoa Center | PA | 15069 | | 724-337-4545 | 724-337-1251 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| CenterLine (Windsor) Limited | Michael Beneteau - Chief Executive Officer | 415 Morton Dr. | | Windsor | ON | E9J 3T8 | Canada | 519-734-8464 | 519-734-2007 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| Flame-Spray Industries, Inc. | Keith Kowalsky - President | 1 Sintsink Drive East | | Port Washington | NY | 11050 | | 516-944-3511 | 516-944-3512 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| HC Stark | Steve Miller - Research Manager | 45 Industrial Place | | Newton | MA | 02461-0000 | | 617-630-5846 | 617-630-4855 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| Inovati | Howard Gabel - President | PO Box 60007 | | Santa Barbara | CA | 93160 | | 805-571-6200 | 805-571-6200 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |
| POM Group | Jyoti Mazumder - CEO/CTO | 2350 Pontiac Road | | Auburn Hill | MI | 48326 | | 248-409-7900 | 248-409-7901 | Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets) |